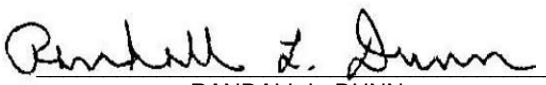


Below is an Order of the Court.

  
RANDALL L. DUNN  
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF OREGON

In re ) Case No. 16-30406-rld11  
)  
SeaPort Airlines, Inc., ) INTERIM ORDER RE MOTION FOR AN  
) ORDER AUTHORIZING PAYMENT OR  
) HONORING OF PREPETITION OBLIGATIONS  
) TO TICKET HOLDERS, TRAVEL AGENTS AND  
) INTERLINE SALES PARTNERS AND  
Debtor-in-Possession.) OBLIGATIONS FOR BANK CHARGES

This matter came on for hearing before this Court upon the motion (the "Motion") of SeaPort Airlines, Inc. (the "Debtor"), debtor and debtor-in-possession in the above-captioned bankruptcy case (the "Case") for an order (i) authorizing Debtor to pay and honor, in its discretion, in the ordinary course of its business, (a) the Ticketholder Claims, (b) the Travel Agent Claims, (c) the Interline Sales Claims, and (d) the Bank Claims; (ii) authorizing ARC and SIS to continue to process Ticketholder Claims, Travel Agent Claims and Interline Sales Claims in the normal course and in accordance with its normal procedures; and it appearing that the relief requested is necessary to preserve the Debtor's ongoing operations, and is in the best interests of the Debtor's

estates and their creditors and all parties in interest; and in light of the circumstances and the emergency nature of the relief requested and it appearing that sufficient notice has been given; and appearances having been noted as on the record; and the Court having determined that the relief requested is necessary to avert immediate and irreparable harm to the Debtor and a serious threat to the Debtor's efforts in this case; and after due deliberation and sufficient cause appearing,

NOW, THEREFORE, it is ORDERED as follows:

1. Debtor is hereby authorized to honor unused tickets which were purchased prepetition by providing the agreed upon air transportation service to holders of such unused tickets;
2. Debtor is hereby authorized to issue refunds for tickets purchased prior to the commencement of the Case for which flights were cancelled, in an amount not to exceed \$56,000.00;
3. Debtor is authorized to (i) make payments on or (ii) provide travel credits to passengers and cargo shippers who have suffered losses as a result of any prepetition service deficiency, in an amount not to exceed \$10,000;
4. Debtor is authorized to pay prepetition commissions to travel agents in the ordinary course of its business;
5. The stay imposed pursuant to section 362(a) of the Bankruptcy Code is modified to the extent necessary to permit Airline Reporting Corporation ("ARC") and Simplified Interline Systems ("SIS") to follow its normal setoff procedures;
6. The amounts under paragraphs 4 and 5 of this Order to be paid over the thirty (30) day period commencing on the Petition Date (as defined in the Motion) shall

not exceed \$15,000, and the total payments during the course of this proceeding shall not exceed \$65,000;

7. ARC is authorized to follow its normal procedures with respect to the processing of net refunds;
8. Debtor is hereby authorized to pay the amounts owed to Alaska Airlines and/or Hawaiian Airlines for interline ticket sales in an amount not to exceed \$6,300.00 for the thirty (30) day period commencing on the Petition Date (as defined in the Motion) and in an amount not to exceed \$12,500.00 over the course of this proceeding;
9. Debtor is hereby authorized to pay the Bank Claims (as defined in the Motion) in an amount not to exceed \$7,000.00 over the thirty (30) day period commencing on the Petition Date (as defined in the Motion);
10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order;.
11. The final hearing on the Motion shall be held by the Court in Courtroom 3 of the United States Bankruptcy Court for the District of Oregon, 1001 SW Fifth Avenue, Portland, Oregon 97204, on March 9, 2016 at 1:30 p.m. Within three (3) business days of entry of this order, Counsel for the Debtor shall serve a copy of the order upon the U.S. Trustee, the 20 largest unsecured creditors, and any parties that have requested special notice.

###

I certify that I have complied with the requirements of LBR 9021-1(a)(2)(A).

///

PRESENTED BY:

/s/Robert J Vanden Bos  
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Of Attorneys for Debtor-in-Possession

**First Class Mail:**

See Attached List

**Electronic Mail:**

The foregoing was served on all  
CM/ECF participants through the  
Court's Case Management/  
Electronic Case File system.

In re SeaPort Airlines, Inc.;  
Chapter 11 Bankruptcy Case No. 16-30406-rld11  
Service List

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**Electronic Mail:**

The foregoing was served on all  
CM/ECF participants through the  
Court's Case Management/ Electronic  
Case File system.